Law Offices of

RECORDATION NO. FILED

OCT 27 '97

11-35AM

CHAPMAN AND CUTLER

Theodore S. Chapman 1877-1943 Henry E. Cutler 1879-1959

-K. Sartman

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October 27, 1997

2 North Central Avenue Phoenix, Arizona 85004 (602) 256-4060

50 South Main Street Salt Lake City, Utah 84144 (801) 533-0066

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W., Room 704

Washington, DC 20423-0001

Re:

The Burlington Northern and Santa Fe Railway Company

Leveraged Lease Locomotive Financing

BNSF 1997-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (BNSF 1997-G), dated October 28, 1997, between Bieber Locomotive Lease Co., Ltd., as lessor (the "Lessor" or "Assignor"), The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), and First Security Bank, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee").

The names and addresses of the parties to the enclosed document are as follows:

Lessor and Assignor:

Bieber Locomotive Lease Co., Ltd.

Caledonian House

Mary Street P.O. Box 1043 George Town

Grand Cayman, Cayman Islands

Lessee:

The Burlington Northern and Santa Fe Railway

Company

2650 Lou Menk Drive

Second Floor

Forth Worth, Texas 76131

663263.01.07 1458611

CHAPMAN AND CUTLER

Indenture Trustee and Assignee:

First Security Bank, National Association, as Indenture Trustee
79 South Main Street
Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq. Chapman and Cutler 111 West Monroe Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BNSF 1997-G) between Bieber Locomotive Lease Co., Ltd., as Lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Second Floor, Fort Worth, Texas 76131, and First Security Bank, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111, dated October 28, 1997, covering diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto. This document relates to the Memorandum of Lease Agreement, dated October 28, 1997, the Memorandum of Trust Indenture and Security Agreement, dated October 28, 1997, the Memorandum of Trust Indenture Supplement No. 1, dated October 28, 1997 and the Memorandum of Lease Supplement No. 1, dated October 28, 1997, which were recorded with the Surface Transportation Board on October 27, 1997 at 11:35 a.m. under recordation numbers 201514, 201514-12, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

Karl T. Williams

KTW/rm Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT		QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Mo Division) SD70M-AC Locomotives	otive	6	BNSF 9820 through BNSF 9825, inclusive
New General Electric Co Model Dash 9-44CW Die Electric Locomotives		13	BNSF 707 through BNSF 715, inclusive, BNSF 717, BNSF 719 through BNSF 721, inclusive

RECORDATION NO. 209 FILED D

MEMORANDUM OF LEASE ASSIGNMENT (BNSF 1997-G)

OCT 27 '97 11-35 AM

Memorandum of Lease Assignment, made and entered into on October 28, 1997, by and between Bieber Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and First Security Bank, National Association, a national banking association, as indenture trustee ("Indenture Trustee").

WITNESSETH:

- 1. The Lessor and Lessee have entered into that certain Lease Agreement (BNSF 1997-G) (the "Lease Agreement"), dated as of October 28, 1997, and Lease Supplement No. 1 (the "Lease Supplement") thereto, dated as of October 28, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.
- 2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on October 27, 1997 at //:35 4.m. under recordation numbers 20937 and 20937 respectively, pursuant to Section 11301 of Title 49 of the United States Code.
- 3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BNSF 1997-G) (the "Indenture"), dated as of October 28, 1997, and Trust Indenture Supplement No. 1 (the "Indenture Supplement") thereto, dated as of October 28, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee.
- 4. Memoranda of said Indenture and of said Indenture Supplement were recorded with the Surface Transportation Board on October 27, 1997 at 1/:35 a.m. under recordation numbers 2073 1-4 and 2013 respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

By
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
By
Executed on this day of October, 1997.
FIRST SECURITY BANK, NATIONAL ASSOCIATION
By
Executed on this day of October, 1997.

BIEBER LOCOMOTIVE LEASE CO., LTD.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

R	EBER	LOCON	OTIVE	LEASE	CO	LTD.
•					\sim	LLL.

By
Name: F. Jan Blaustein
Title: President
Executed on this day of October, 1997.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
D. D. D. 19
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance
and Assistant Treasurer
<u> </u>
Executed on this $\frac{23}{100}$ day of October, 1997.
,,
FIRST SECURITY BANK, NATIONAL ASSOCIATION
By
Name: Brett R. King
Title: Assistant Vice President
Executed on this day of October, 1997.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

By Name: F. Jan Blaustein	
Title: President	
Executed on this day of October, 1997	7.
THE BURLINGTON NORTHERN AND SANTA RAILWAY COMPANY	Fi
By	
Name: Paul J. Weyandt Title: Assistant Vice President-Finance and Assistant Treasurer	
Executed on this day of October, 1997	7.
FIRST SECURITY BANK, NATIONAL ASSOCIATION	
By Marie	
Name: Brett R. King Title: Assistant Vice President	
Executed on this 2 ¹ / ₂ day of October, 1997	7.

BIEBER LOCOMOTIVE LEASE CO., LTD.

STATE OF Califo COUNTY OF Zan Fr	ma)				
COUNTY OF Lan 7n	ancolo)	33. .			
	day of <u>Oce</u> personally appears of BIEBE <u>21</u> , 1997 on bowledged that	peared F R LOCC behalf o	MOTIVE LEASE Conference of said corporation	ho being by m D., LTD., that sa by authority o	e duly sworn, aid instrument f its Board of
IN WITNESS WH above mentioned.	EREOF, I hav	ve herei	into set my hand a	and official sea	al on the date
M. G. BEL Commission # Notary Public San Francisco My Comm. Expire	1031689 Z California Ž County II		Name: M.G. Notary Public My Commission I Residing in	Expires:	
STATE OF)	SS.:			
On this, the	nally appearent Vice Present AND SAN 1997 on behowledged that	d Paul J sident - TA FE R alf of s	Finance and As AILWAY COMPAN aid corporation by	eing by me dul ssistant Treass NY, that said in y authority of	y sworn, says arer of THE strument was its Board of
In_WITNESS WH	EREOF, I hav	e hereu	nto set my hand a	and official sea	ıl on the date
			Name: Notary Public My Commission E Residing in	Expires:	
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STATE OF)	
) SS.:	
COUNTY OF)	
	,	
On this, the	day of	, 1997, before me, a Notary Public in and for
said County and State	nersonally anneared I	F. Jan Blaustein, who being by me duly sworn,
said County and State,	bersonarry appeared i	NOTIVE I BASE CO. I TO that said instrument
says that she is the Pres	ident of BIEBER LOCC	MOTIVE LEASE CO., LTD., that said instrument
was signed on October	:, 1997 on behalf o	of said corporation by authority of its Board of
Directors, and she ackr	lowledged that the exe	ecution of the foregoing instrument was the free
act and deed of said co		
act and deed or said co	poration	
	HEREOF, I have hered	anto set my hand and official seal on the date
above mentioned.		
		N
		Name:
		Notary Public
		My Commission Expires:
		Residing in
900.		
STATE OF)	
Ω) SS.:	
STATE OF)	
	20	
On this the 23	day of October 10	97, before me, a Notary Public in and for said
On this, the	- day of October, 19	T Wassands suba haina has man dulas arrama gara
County and State, pers	onany appeared Paul.	J. Weyandt, who being by me duly sworn, says
		- Finance and Assistant Treasurer of THE
BURLINGTON NORTH	ern and Santa Fe I	RAILWAY COMPANY, that said instrument was
signed on October 23	. 1997 on behalf of	said corporation by authority of its Board of
		cution of the foregoing instrument was the free
		edition of the folegoing instrument was the free
act and deed of said co	iporation.	
In WITNESS W	HEREOF, I have here	unto set my hand and official seal on the date
above mentioned.		
		Desthis Last
~~~~~	~~~~~~	Name of the state
<pre></pre>	L SEAL {	Name:
)	SCHAETZLE	Notary Public
	STATE OF ILLINOIS	My Commission Expires: $\sqrt{20/20}$
MY COMMISSION	EXPIRES: 11/20/00	Residing in Take In The Hills
*************	www.aaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaaa	

STATE OF UTAH

COUNTY OF SOUL Lake SS.:

On this, the 213 day of October, 1997, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that he is the Assistant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that said instrument was signed on October 21, 1997 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

	Polymer and the second
	A. S. S.
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The second second	STATE OF U. A.
	LOT U.All

Name:
Notary Public
My Commission Expires:
Residing in

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
New General Motors Corporation (Electro-Mot Division) SD70M-AC Locomotives	6 ive	BNSF 9820 through BNSF 9825, inclusive
New General Electric Cor Model Dash 9-44CW Dies Electric Locomotives		BNSF 707 through BNSF 715, inclusive, BNSF 717, BNSF 719 through BNSF 721, inclusive